

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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| UNITED STATES OF AMERICA,            | ) |
| on behalf of its agency, the United  | ) |
| States Small Business Administration | ) |
|                                      | ) |
| Plaintiff,                           | ) |
|                                      | ) |
| v.                                   | ) |
|                                      | ) |
| L CAPITAL PARTNERS SBIC, L.P.        | ) |
|                                      | ) |
| Defendant.                           | ) |
|                                      | ) |

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**DECLARATION OF GERRY POIRIER IN SUPPORT OF RECEIVER' S  
MOTION FOR ORDER LIFTING THE STAY FOR A LIMITED PURPOSE**

WASHINGTON, D.C.

The undersigned, Gerry Poirier, declares under penalty of perjury that:

1. Equity Growth Partners, of which I am the managing member, has served as the Principal Agent for the U.S. Small Business Administration (“SBA” or “Receiver”) in its capacity as the court-appointed Receiver of L Capital Partners SBIC, L.P. (“L Capital”) since April 19, 2012. L Capital was placed in receivership, and SBA was appointed the Receiver for L Capital, by Order of this Court entered that same day (“the Receivership Order”).

2. As the managing member of the Principal Agent for the Receiver, I and my company are independent contractors retained by the Receiver to aid in administering the estate and the marshaling the assets of L Capital and are compensated from the L Capital receivership estate. Neither I nor Equity Growth Partners are employees of SBA, the federal agency.

3. In my position as the managing member of the Receiver's Principal Agent, I am responsible for maintaining the official books and records of L Capital as well as observing activities at board meetings held by L Capital's portfolio of business concerns. One such concern is Simparel, Inc.

4. I have read the Receiver's Motion for an Order Lifting the Judicial Stay for a Limited Purpose as well as the Memorandum in Support thereof and I am familiar with their contents. This Declaration is based upon my personal knowledge and my review of the official books, financial records and investment documents of L Capital, my attendance at Simparel board meetings and my conversations with Simparel's officers and counsel.

5. The Receiver holds an approximate 40% equity interest in Simparel, Inc. ("Simparel"), which interest resulted from a pre-receivership investment by L Capital of \$4 million. Simparel's sole product is Enterprise Resource Planning ("ERP") software.

6. In December, 2013, I was informed by Simparel that former employees and members of Simparel had obtained Simparel's intellectual property, the ERP software, and published it on a competing website on or about December 5, 2013. The proprietary information was removed from the competing website on or about December 9, 2013. However, the company would like to commence affirmative action so that no misuse of Simparel's proprietary information occurs.

7. The Receiver concurs with Simparel's proposed course of action of filing suit in this Court for copyright infringement, trade secret misappropriation, unfair competition and other related claims and believes it is in the best interest of the

receivership estate as affirmative action by Simparel will also be beneficial to its investor, L Capital.

8. I understand that Simparel will select and retain its own counsel for the purpose of filing and litigating the above-described lawsuit, and that L Capital will have no involvement in or responsibility for Simparel's retention of counsel in this matter. The Receiver has no objection to this arrangement for the selection and retention of Simparel's counsel.

9. It is my opinion that lifting the judicial stay for the limited purpose of allowing L Capital's portfolio concern, Simparel, Inc., to protect through whatever means possible, including civil legal proceedings, is in the best interest of the receivership estate.

**DECLARATION UNDER PENALTY OF PERJURY**

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge and belief.

Executed at Washington, DC this 31 day of December, 2013.

  
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Gerry Poirier for  
Equity Growth Partners, LLC  
Principal Agent for SBA as Receiver for  
L Capital Partners SBIC, L.P.